

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

BACHRACH ACQUISITION, LLC,  
  
Debtor.

Chapter 11

Case No. 09-12918 (SMB)

**SUPPLEMENTAL DECLARATION OF JAMES S. CARR IN SUPPORT OF THE  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
TO RETAIN AND EMPLOY KELLEY DRYE & WARREN LLP AS GENERAL  
BANKRUPTCY COUNSEL NUNC PRO TUNC TO MAY 27, 2009**

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I, James S. Carr, hereby make this supplemental declaration and state as follows:

1. I am an attorney admitted to practice in the State of New York and in the United States District Court for the Southern District of New York. I am a partner in the law firm of Kelley Drye & Warren LLP ("Kelley Drye"), which maintains offices at 101 Park Avenue, New York, New York 10178.

2. I am familiar with the matters set forth herein. I make this supplemental declaration in support of the application of the Official Committee of Unsecured Creditors (the "Committee")<sup>1</sup> of Bachrach Acquisition, LLC (the "Debtor") for authorization to retain and employ Kelley Drye, *nunc pro tunc* to May 27, 2009, as general bankruptcy counsel to the Committee (the "Application") (D.I. 128), filed on June 26, 2009.

3. At the request of the United States Trustee, I submit this supplemental declaration to clarify the percentages of Kelley Drye's annual revenue for fiscal year 2008 attributable to those parties in interest who are also former and current clients of Kelley Drye disclosed in my prior declaration in support of the Application (the "Prior Declaration").

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<sup>1</sup> On May 22, 2009, the United States Trustee appointed the Committee pursuant to section 1102 of the

4. The percentages of Kelley Drye's annual revenue for fiscal year 2008 attributable to the parties in interest listed as immaterial in the Prior Declaration are as follows:

| <u>Current/Former Client</u>                       | <u>Percentage</u> |
|--|-------------------|
| General Growth Properties, Inc. and its affiliates | 0.22%             |
| Quad Graphics                                      | 0.01%             |
| Simon Property Group and its affiliates            | Less than 0.01%   |
| CIT Group and its affiliates                       | Less than 0.01%   |
| CBL Properties and its affiliates                  | Less than 0.01%   |

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
July 31, 2009

  
James S. Carr